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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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ANDREW GREENE,

Plaintiff,

-against-

PARAMOUNT PICTURES CORPORATION, a
Delaware corporation; RED GRANITE PICTURES,
INC., a California corporation; APPIAN WAY, LLC, a
California limited liability company; SIKELIA
PRODUCTIONS, INC., a Delaware corporation; and
JOHN AND JANE DOES 1 THROUGH 10

Defendants.

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Case No. 2:14-cv-01044-JS-WDW

DECLARATION OF ARNOLD
HERRMANN IN SUPPORT OF
DEFENDANTS' MOTION TO
DISMISS

DECLARATION OF ARNOLD HERRMANN

I, Arnold Herrmann, declare:

1. The facts stated herein are personally known to me, and if called as a witness I could testify competently thereto. I am informed that this lawsuit was filed on February 18, 2014 (“the filing date”). Unless the context indicates otherwise, the facts regarding Sikelia Productions, Inc. (sometimes hereinafter “Sikelia”) in this declaration relate to the filing date.

2. I am, and was as of the filing date, the Assistant Secretary of Sikelia. According to its corporate minute book, it is a Delaware corporation founded in 1989 as Cappa Productions, Inc., which changed its name in 2003 to Sikelia Productions, Inc. Attached hereto as Exhibit 1 is a true copy from the Sikelia corporate minute book of the Amendment to Certificate of Incorporation of Cappa Productions, filed in the Delaware Secretary of State office on December 9, 2003, changing the name of the corporation to Sikelia Productions, Inc. Sikelia is and was as of the filing date headquartered in New York City at 110 West 57th Street, New York, New York 10019. I have held the office of Assistant Secretary since August 5, 2010. Attached hereto as Exhibit 2 is a true copy of the Written Consent in Lieu of Annual Meeting reflecting my appointment as of that date.

3. I am employed by Citrin Cooperman, a CPA firm with its New York headquarters at 529 5th Avenue, New York, New York 10017. That is where I typically spend my business days. Sikelia is a client of Citrin Cooperman.

4. Sikelia provided production services of Martin Scorsese and Emma Koskoff and the directing services of Martin Scorsese in connection with production of the 2013 film THE WOLF OF WALL STREET.

5. As of the filing date, all of the corporate executive offices of Sikelia are located in New York City at 110 West 57th Street. All of Sikelia’s employees use that office as their workplace.

6. As of the filing date, the officers of Sikelia were Martin Scorsese, President, Chief Financial Officer, and Secretary, and myself as Assistant Secretary. New York is the principal place in which we do business on behalf of Sikelia.

7. As a single director corporation, all board meetings for Sikelia since I have been Assistant Secretary have been conducted through Written Consent in Lieu of Actual Meeting. Those consents have been signed by Mr. Scorsese in New York. As of the filing date, the decision making and managerial authority of Sikelia were exercised by Martin Scorsese in the state of New York at the residences or business offices of the officers of the company.

8. The bank accounts of Sikelia are maintained at a New York City branch of City National Bank.

9. Since at least 2010 Sikelia has filed corporate income taxes for the states of Delaware and New York. Because all of Sikelia's employees are officed in New York City, Sikelia has since 1989 maintained New York State Unemployment Insurance Account Registration Number 13-3536268 under the company's original name, Cappa Productions, Inc.

10. Because Sikelia does business within the entertainment industry, Mr. Scorsese and some employees of Sikelia sometimes travel to the state of California, and Sikelia does business with California companies. Shortly after I became an officer of Sikelia in 2010, I learned that Sikelia had become qualified to do business in California in 2005. Sikelia is represented in California by a law firm in Beverly Hills named Bloom Hergott Diemer Rosenthal LaViolette Feldman Schenkman & Goodman, which has offices at 150 Rodeo Drive, Beverly Hills, California 90210. As part of becoming qualified to do business in California, Sikelia provided the California Secretary of State with the address of the offices of these lawyers in Beverly Hills, California as agents for service of process in order to comply with the requirement that foreign companies qualified to do business in California provide the address of an agent for service of process in California, and that this agent must be a California resident. Sikelia does not own or rent real property in California, and has no employees in the state. As explained in paragraphs 11 and 12, the major creative, policy, distribution, and financial decisions made by

Sikelia's officers during the time that I have been affiliated with it took place within the state of New York.

11. Since I joined Sikelia Productions in 2010, the primary production and distribution activities of Sikelia have related to:

- (a) A documentary on the late Elia Kazan entitled *A Letter to Elia*, released in October 2010;
- (b) Several seasons of *Boardwalk Empire*, a television series set in Atlantic City, New Jersey, and produced for HBO;
- (c) A documentary entitled *George Harrison: Living in the Material World*, released in October 2011;
- (d) The theatrical motion picture entitled *Hugo*, released in November 2011;
- (e) The theatrical motion picture *The Wolf of Wall Street* dealing with the life and downfall of Stratton Oakmont financier Jordan Belfort released on December 25, 2013;
- (f) *The 50-Year Argument*, released August 29, 2014, a documentary on the history and influence of the New York Review of Books;
- (g) The theatrical motion picture entitled *Silence*, filmed in Taiwan in 2015 and scheduled for initial release in late 2016; and
- (h) The HBO series entitled *Vinyl*, dealing with the music industry of the 1970s, which began to air on February 14, 2016.

12. To the best of my knowledge, the key decisions relating to whether or not to pursue these projects, how to pursue these projects, how to finance these projects, when the projects would be made, and how they were going to be made, were made by Sikelia's president, Martin Scorsese, in the state of New York.

13. Despite the fact that Sikelia has been centered in the state of New York at all times and was registered at all times since 1989 with the New York State Department of Labor, it

did not register with the New York Department of State Division of Corporations as a foreign corporation until February 2016. The failure to file a registration statement prior to that date was an oversight. Sikelia has filed corporate income tax returns in the state of New York at all times that I have been affiliated with it, and I believe it also did so prior to 2010.

I declare under penalty of perjury under the laws of the state of New York that the foregoing is true and correct, and that this declaration was executed on June ¹⁴~~1~~, 2016.



Arnold Herrmann